

EXHIBIT 8

COOLEY GODWARD LLP
 THOMAS J. FRIEL, JR. (80065)
 BRANDON BAUM (121318)
 ANDREW KUMAMOTO (178541)
 Five Palo Alto Square
 3000 El Camino Real
 Palo Alto, CA 94306-2155
 Telephone: (650) 843-5000
 Facsimile: (650) 857-0663

Attorneys for Plaintiff and Counterdefendant
 IP LEARN, LLC

UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA
 SAN JOSE DIVISION

IP LEARN, LLC,

 Plaintiff and Counterdefendant,

 v.

 SABA SOFTWARE INC.; and
 DOES 1-10,

 Defendant and Counterclaimant.

No. C 02-02634 JW (RS)

**IP LEARN'S PROPOSED CLAIM
 TERMS AND CLAIM ELEMENTS
 FOR CONSTRUCTION**

**(PATENT L.R. 4-1 AND REVISED
 SCHEDULING ORDER)**

Hearing Date: February 7, 2003
 Judge: Honorable James Ware

AND RELATED COUNTERCLAIMS.

In accordance with Northern District Patent Local Rule 4-1, as well as the Court's Revised Scheduling Order, dated November 25, 2002, which states that plaintiff IP Learn, Inc. ("IP Learn" must "file and serve" this document, IP Learn hereby submits its proposed claim terms, phrases, or clauses for construction for U.S. Patent No. 5,779,486 (the "'486 patent"), U.S. Patent No. 5,934,909 (the "'909 patent"), U.S. Patent No. 6,118,973 (the "'973 patent"), U.S. Patent No. 6,126,448 (the "'448 patent"), and U.S. Patent No. 6,398,556 (the "'556 patent").

I. TERMS AND CONSTRUCTIONS FROM THE '486, '909, AND '973 PATENTS.

Terms, Phrases or Clauses to be Constructed	Proposed Constructions
line-item	"Line-item" means "an item within an area of learning."
recommendation generator	"Recommendation generator" means a "module that suggests a course of action."
analysis rules	"Analysis rules" means "rules used for evaluation."
report generator	"Report generator" means a "module that produces a report."

II. TERMS AND CONSTRUCTIONS FROM THE '448 PATENT.

Terms, Phrases or Clauses to be Constructed	Proposed Constructions
searching at least some of the documents	"Searching at least some of the documents" means "electronically searching some of the documents."

III. TERMS AND CONSTRUCTIONS FROM THE '556 PATENT.

Terms, Phrases or Clauses to be Constructed	Proposed Constructions
learning user	"Learning user" means "user that is interested in engaging in learning activities."
institute user	"Institute user" means "enterprise, organization or individual that is interested in monitoring learning users."
pays	"Pays" means "compensates."

Dated: December 31, 2002

COOLEY GODWARD LLP

/s/ ANDREW A. KUMAMOTO
Andrew A. Kumamoto

Attorneys for Plaintiff and Counterdefendant
IP LEARN, LLC

PROOF OF SERVICE
(FRCP 5)

I am a citizen of the United States and a resident of the State of California. I am employed in Santa Clara County, State of California, in the office of a member of the bar of this Court, at whose direction the service was made. I am over the age of eighteen years, and not a party to the within action. My business address is Cooley Godward LLP, Five Palo Alto Square, 3000 El Camino Real, Palo Alto, California 94306-2155. On December 31, 2002, I served **IP LEARN'S PROPOSED CLAIM TERMS AND CLAIM ELEMENTS FOR CONSTRUCTION** in the manner described below:

X (BY FACSIMILE) I am personally and readily familiar with the business practice of Cooley Godward LLP for collection and processing of document(s) to be transmitted by facsimile and I caused such document(s) on this date to be transmitted by facsimile to the offices of addressee(s) at the numbers listed below.

X (BY U.S. MAIL) I am personally and readily familiar with the business practice of Cooley Godward LLP for collection and processing of correspondence for mailing with the United States Postal Service, and I caused such envelope(s) with postage thereon fully prepaid to be placed in the United States Postal Service at Palo Alto, California.

on the following part(ies) in this action:

Michael A. Jacobs, Esq.
Wesley E. Overson, Esq.
Frederick Chung, Esq.
Morrison & Foerster
425 Market Street
San Francisco, CA 94105-2482

Facsimile: (415) 268-7522

Executed on December 31, 2002, at Palo Alto, California.

/s/ YVONNE CHEN
Yvonne Chen